

Guide to becoming a
Certified Adviser
on First North



For more information about becoming a Certified Adviser, please contact Global Corporate Client Group at Nasdaq.

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Nasdaq First North: the Nasdaq growth market

Nasdaq First North is an alternative marketplace for growth companies, providing a world of opportunities on the European and global financial markets. It gives companies greater visibility and ease of access to a large pool of capital, combining the benefits of being a public company with simplicity. First North is a part of Nasdaq. Companies admitted to trading on First North are subject to lighter admission requirements and disclosure rules, based upon the First North Rulebook. However, companies listed on Nasdaq First North are given the same opportunities as our Main Market companies, in terms of exposure to all our trading members through our INET combined trading system.

Regulation is conducted in the same manner as on our Main Market, through issuer and trading surveillance, but most importantly with the helping hand of our Certified Advisers (CAs). First North is a stepping stone for many companies to move up to our Main Market, and many do so through our Nasdaq First North Premier segment.

“
You say
I dream
too **big**.
I say you
think too
small.”



“

*I'm not here
to be **average**.
I'm here to be
awesome.* ”

The Certified Adviser's Role

The companies that join Nasdaq First North are required to engage a Certified Adviser (CA) in connection with the listing process.

Guidance and Supervision

The Certified Adviser guides the company through the application process, but also provides support and ensures that the company continuously complies with Nasdaq First North rules and regulations. Furthermore, the CA will report any rule violations to the Exchange. In order to act as a CA, the adviser has to sign an agreement with the Exchange.

Guidance and Supervision

The Certified Adviser is approved by Nasdaq. After becoming a Certified Adviser on Nasdaq First North, the CA should always have a valid written agreement with the company. Termination of this agreement, whether it comes from the company itself or the CA, should be communicated to the Exchange. The CA should allow the company no less than three (3) months to find the services of a new Certified Adviser before terminating the agreement..



Requirements to Become a Certified Adviser

The Certified Adviser could, for example, be an investment bank, accounting firm, or a corporate finance firm. To be a CA, the firm needs to be authorized by the Exchange. The applicant must meet the following criteria:

- Operate a legal entity, be approved by the Exchange to operate as a Certified Adviser, and fulfill the requirements set out in the Nasdaq First North Rulebook
- Employ an adequate number of personnel for the envisaged activity, including designated contact persons (no fewer than two)
- Adhere to internal rules regarding trading shares of the company for which the firm acts as Certified Adviser
- Demonstrate adequate internal procedures regarding the documentation and storage of information

Certified Advisers Contact Person

In order to be granted permission to operate as a Certified Adviser, the applicant must meet the following criteria:

- Document at least two years' experience in providing consultancy services regarding capital structure, strategy, acquisitions, and sale of companies or related consultancy services
- Possess experience (within the last two years) involving at least one equity-based transaction, including preparation of information material intended for disclosure to the market
- Attend a seminar or receive education provided by the Exchange regarding Nasdaq First North rules and requirements
- The applicant must submit a completed and signed application to the Exchange; the Exchange will approve or deny the application within four weeks.

“
The struggle
you're in **today**
is developing
the strength
you need for
tomorrow.”



Internal Procedures

Supervision of the disclosure of information is a major part of the CA's obligations. The CA must have internal procedures in place regarding documentation and storage of information. All relevant interactions with the companies must be stored in a safe and accessible manner. Appropriate measures must be taken to prevent the disclosure of confidential or other sensitive information.

Independence in Relation to Companies

The Certified Adviser must document internal rules regarding the trading of shares in companies where the firm acts as a CA. Certified Advisers are not allowed to trade in any financial instruments of a company where the firm acts as a CA.

- The CA may not own 10 per cent or more of the shares or voting rights in the company in which it acts as Certified Adviser.
- The CA has to report their holdings twice a year to the Exchange.
- Employees at the Certified Advisor firm are not allowed to hold shares in a company where they are acting as a CA.
- Owners of the Certified Advisor holding more than 10 per cent (direct or indirectly) as well as employees of the Certified Advisor cannot be a board member, CEO, or deputy CEO in a company that the Certified Advisor advises.

Checklist

The application to the Exchange (Appendix A in the Nasdaq First North rulebook) must always include the following items:

- Most recent annual report
- Articles of Association
- Certificate of Incorporation
- CVs of designated contact persons (at least two, to be approved by the Exchange)
- Contact details of designated contact persons
- Internal trading rules
- Description of the organization and routines established to eliminate conflicts of interest, including an organizational chart
- Acceptance form for the use of personal data (Appendix H in the Nasdaq First North rulebook)
- Billing form

“Think
big.”





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This document provides a list of items which are generally relevant in the process of becoming a Certified Adviser. The document is intended to provide support in the preparation of becoming a CA, and as such, is not conclusive.

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